Nomination and remuneration committee charter

Knosys Limited ACN 604 777 862 (**Company**)

Nomination and remuneration committee charter

1. Introduction

1.1 The Nomination and Remuneration Committee is a committee of the board of directors (**Board**) of Knosys Limited (**Company**).

1.2 The Board may establish the Nomination and Remuneration Committee under the constitution of the Company.

1.3 The Nomination and Remuneration Committee is accountable to the Board for its performance.

1.4 The Charter sets out the general rules governing the composition, responsibilities and operation of the Nomination and Remuneration Committee in relation to the Company and its controlled entities (**Group**). It records how the Committee will undertake its responsibilities.

1.5 In establishing the Nomination and Remuneration Committee, it is intended by the Board that the primary function of the Nomination and Remuneration Committee will be as a committee of review and general oversight. It is not intended, unless specifically delegated by the Board in respect of a matter and resources are allocated accordingly, that the Nomination and Remuneration Committee will undertake detailed investigation of matters within its areas of responsibility or any executive function.

1.6 The Charter is not intended to be either exhaustive or prescriptive of the responsibilities of the Nomination and Remuneration Committee or that, in the performance by the Nomination and Remuneration Committee of its functions and responsibilities, it is to be read and applied in a literal manner.

1.7 Terms defined in the Board Charter have the same meaning when used in this Charter.

2. Objective

The objective of the Nomination and Remuneration Committee is to help the Board achieve its objective of ensuring that the Company:

(a) has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;

(b) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;

(a) observes those remuneration policies and practices; and

(b) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general business environment.

3. Nominations and Board composition - responsibilities

The Nomination and Remuneration Committee is responsible for:

(a) identifying and recommending to the Board nominees for membership of the Board and for the position of the senior executive officer of the Company (i.e. the managing director or, if no person holds that office, the chief executive officer) (which person, the purpose of this Charter, if he or she is the managing director or, if no person holds that office, the chief executive officer, is referred to as the '**CEO**');

(b) ensuring appropriate checks are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director;

(c) ensuring that all material information relevant to a decision on whether or not to elect or re-elect a Director is provided to security holders in any Notice of Meeting containing a resolution to elect or re-elect a Director;

(d) identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;

(e) developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for Board members;

(f) the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary, under the direction of the Committee, is responsible for facilitating inductions and professional development;

(g) ensuring that each Director and senior executive is a party to a written agreement with the Company, setting out the terms of that Director's or senior executive's appointment;

(h) evaluating the performance of the Board, its committees and individual Directors on an annual basis with the assistance, if required, of an independent advisor; and

(i) ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans.

4. Remuneration policies and practices

4.1 The Nomination and Remuneration Committee will consider and agree with the Board the policies for the remuneration of the Chairman, the CEO and the non-executive directors and, in the case of the CEO's direct reports, the general policies and limits applicable to the determination of their remuneration.

4.2 Executive remuneration and incentive policies and practices must be performance based and aligned with the Group's vision, values and overall business objectives.

4.3 Executive remuneration and incentive policies and practices must be designed to:

(a) motivate the directors and management to pursue the Group's long term growth and success; and

(b) demonstrate a clear relationship between the Group's overall performance and the performance of executives.

4.4 In considering the remuneration and incentive policies and practices, the Nomination and Remuneration Committee will take into account all factors which it deems necessary. The objective of the policies and practices will be to:

(a) provide competitive rewards to attract, motivate and retain highly skilled executives;

(b) apply demanding key performance indicators (**KPIs**), including financial and non-financial measures of performance, to the payment of short and long term incentive;

(c) link rewards to the creation of value to shareholders;

(d) ensure remuneration agreements are equitable and facilitate the deployment of management resources around the Group; and

(e) limit severance payments on termination to pre-established contractual arrangements that do not commit the Group to making unjustified payments in the event of non-performance.

4.5 The Nomination and Remuneration Committee will review the ongoing appropriateness and relevance of the remuneration policies and practices.

5. Remuneration - responsibilities

5.1 In performing its responsibilities in relation to remuneration, the Nomination and Remuneration Committee must give appropriate consideration to the Group's performance and objectives, employment conditions and remuneration policies, practices and applicable relativities.

5.2 The Nomination and Remuneration Committee is responsible for:

Executive remuneration and incentive policies

(a) reviewing and recommending for adoption by the Board the overall executive remuneration and incentive policies, practices and limits;

Executive directors and senior management

(b) annually considering and recommending to the Board the Managing Director's total remuneration (including base pay, incentive awards, equity awards, retirement rights and terms of engagement) having regard to executive remuneration and incentive policies and practices and the Corporate Objective;

(c) determining if shareholder approval is needed for any change to remuneration of directors;

(d) reviewing and approving, on the recommendation of the CEO, the general nature, structure (including incentive awards, equity awards and retirement and termination payments), terms of engagement and limits applicable to the remuneration of direct reports of the CEO and, if applicable, other senior executives;

(e) arranging for the approval of the Board any report on executive remuneration that may be:

(i) required by the ASX Listing Rules or the *Corporations Act 2001* (Cth); or

(ii) proposed for inclusion in the annual report,

and reporting to the Board on those matters;

Executive incentive plans

(f) reviewing, approving and recommending to the Board for adoption the design of any executive equity based incentive plans and KPIs;

(g) reviewing, approving and recommending to the Board for adoption the total proposed payments to the CEO under any executive incentive plan;

(h) reviewing, approving and recommending to the Board for approval the proposed award to the CEO and each executive under the rules of any executive equity based incentive plan;

(i) reviewing, approving, recommending to the Board for adoption the performance hurdles applicable to any equity based incentive plan;

Non-executive directors

(j) reviewing the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total);

(k) recommending to the Board the remuneration and any retirement policies for non-executive directors having regard to market trends and shareholder interests;

Reimbursement of expenses

(l) generally reviewing the Group's policies and systems for the reimbursement of any expenses incurred by Directors and senior executives of the Group;

Insurance and indemnities

(m) generally reviewing any insurance or indemnity arrangements for the benefit of Directors and officers; and

Termination Payment

(n) generally reviewing termination payments for the CEO, any executive director and, if applicable, the CEO's direct reports to ensure that such payments are consistent with Group policies and the rules of any incentive scheme and that any payments made are fair to the individual and the Group.

6. Annual Remuneration Report

6.1 The Nomination and Remuneration Committee will approve the annual Remuneration Report and make recommendations to the Board for the inclusion of the Remuneration Report in the Company's annual report. The Remuneration Report will contain information on the Company's remuneration policy, practices, attendance at and frequency of meetings of the Nomination and Remuneration Committee.

6.2 The Company Secretary will design, maintain and evaluate policies, procedures, internal controls and verification processes in order to satisfy the objective of safeguarding the integrity of the Group's annual Remuneration Report in accordance with best practice, as determined by the Nomination and Remuneration Committee, and to meet provisions of the relevant legislation regarding disclosure of remuneration.

7. Other responsibilities

The Nomination and Remuneration Committee is responsible for doing any other function or task the Board considers appropriate in the context of this Charter.

8. Nomination and Remuneration Committee composition

8.1 The Nomination and Remuneration Committee must comprise at least two members;

8.2 If the circumstances of the Group permit and it is reasonably practicable to do so or if it is required by law, the Nomination and Remuneration Committee will comprise of the following members:

(a) only non-executive Directors;

(b) a majority of independent Directors; and

(c) an independent chairman (who is not also the chairman of the Board).

8.3 The Nomination and Remuneration Committee will appoint its chairman.

8.4 The Nomination and Remuneration Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.

8.5 The Board decides appointments, rotations and resignations within the Nomination and Remuneration Committee having regard to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and the constitution of the Company. Membership of the Nomination and Remuneration Committee will be reviewed regularly.

8.6 A member of the Nomination and Remuneration Committee may act by his or her alternate.

9. Nomination and Remuneration Committee meetings

9.1 Any member of the Nomination and Remuneration Committee may call a meeting of the Committee. The Committee will meet as often as it considers necessary.

9.2 The quorum for a Nomination and Remuneration Committee meeting is two members of the Committee.

9.3 Nomination and Remuneration Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

9.4 The Nomination and Remuneration Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001* (Cth).

9.5 The Nomination and Remuneration Committee may invite anyone it considers appropriate to attend Committee meetings.

9.6 The Nomination and Remuneration Committee may appoint and instruct expert advisers who will be advisers solely to the Committee. They shall not receive a standing invitation to attend meetings.

9.7 The chairman of the Nomination and Remuneration Committee does not have a second or casting vote.

9.8 The Nomination and Remuneration Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

9.9 The Nomination and Remuneration Committee will have available to it sufficient resources, as determined by the Committee (in conjunction with the Board), to run conduct its business effectively, including funds to:

(a) remunerate independent advisory services of experts (if it is determined that those services are required) to assist it in carrying out its work under this Charter; and

(b) pay any administrative expenses of the Committee that are necessary or appropriate to assist it in carrying out its work under this Charter.

10. Minutes of Nomination and Remuneration Committee meetings

10.1 The Nomination and Remuneration Committee must keep minutes of its meetings.

10.2 Minutes of each Nomination and Remuneration Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Committee.

10.3 Minutes must be distributed to all Nomination and Remuneration Committee members after the approval by the chairman of the Committee.

10.4 Minutes, agenda and supporting papers are available to Directors upon request to the chairman of the Nomination and Remuneration Committee, except if a conflict of interest exists.

11. Reporting to the Board

The chairman of the Nomination and Remuneration Committee will report to the Board regularly, including recommendations on any specified decision or actions the Board should consider.

12. Access to information and independent advice

12.1 The Nomination and Remuneration Committee may seek any information it considers necessary to fulfil its responsibilities.

12.2 The Nomination and Remuneration Committee has access to management to seek explanations and information from management (without other members of management being present).

12.3 The Nomination and Remuneration Committee (and each member of the Nomination and Remuneration Committee, with the consent of the chairman of the Committee and prior approval by the chairman of the Committee of the likely costs of obtaining that advice) may seek professional advice from employees of the Group and from appropriate external advisers, at the Company's cost. The Nomination and Remuneration Committee may meet with these external advisers without management being present.

13. Review and changes to this Charter

13.1 The Nomination and Remuneration Committee will review this Charter annually or as often as it considers necessary.

13.2 This Charter has been approved and adopted by the Board. The Board may change this Charter from time to time by resolution.

KNOSYS LIMITED
30 June 2026